

Hearing Date: TBD¹
Objection Deadline: TBD

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Counsel for Cyxtera Communications, LLC

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: :
SEARS HOLDINGS CORPORATION, *et al.*, : Chapter 11
Debtors. : Case No. 18-23538(RDD)
:

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**MOTION OF CYXTERA COMMUNICATIONS, LLC FOR
ALLOWANCE OF ADMINISTRATIVE EXPENSE CLAIM**

TO THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE:

Cyxtera Communications, LLC (“Cyxtera”), hereby moves (the “Motion”) this Court for entry of an order, substantially in the form of the proposed order attached hereto, allowing its administrative expense claim under 11 U.S.C. §503(b)(1). In support of this Motion, Cyxtera states:

¹ In light of the Court’s adjournment of all motions for allowance or payment of administrative expense claims, Cyxtera has not requested a hearing date for its motion. See Confirmation Order (defined below), ¶ 51. In the event that Cyxtera’s administrative expense claim cannot be consensually resolved, Cyxtera will request a hearing date, after conferring with counsel to the Debtors about scheduling, and will file a notice stating the hearing date and response deadline.

JURISDICTION AND VENUE

1. This Court has jurisdiction to consider this Motion pursuant to 28 U.S.C. §§ 157 and 1334 and Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A).

2. On October 15, 2018 (the “**Petition Date**”), Sears Holdings Corporation and several of its affiliates, including Sears Holdings Management Corporation, filed voluntary petitions under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the Southern District of New York.

3. After the Petition Date, Cyxtera provided data center and other related services to one or more of the Debtors. Cyxtera submitted post-petition invoices to one or more of the Debtors for such post-petition services.

4. On October 15, 2019 (the “**Confirmation Date**”), the Court entered the *Order (I) Confirming Modified Second Amended Joint Chapter 11 Plan of Sears Holding Corporation and Its Affiliated Debtors and (II) Granting Related Relief* [ECF No. 5370] (the “**Confirmation Order**”).

5. In accordance with the Confirmation Order, motions for allowance and payment of administrative expense claims filed after entry of the Confirmation Order “shall be treated as a proof of an Administrative Expense Claim.” Confirmation Order, ¶ 51.

6. As of the Confirmation Date, one post-petition invoice submitted to the Debtors for payment in the total amount of \$236,485.61 remains outstanding and has not been paid (the “**Post-Petition Balance**”).² The Post-Petition Balance has not been disputed by the Debtors.

² A true and correct copy of the applicable invoice is attached hereto as **Exhibit A** and is incorporated herein by reference.

7. In addition, Cyxtera has continued (and continues) to provide post-petition services to the Debtors and/or Transform Holdco LLC (the “**Purchaser**”), as purchaser of substantially all of the Debtors’ assets. While Cyxtera has been informed that the Purchaser (and not the Debtors) is responsible for payment to Cyxtera for services provided post-closing and for which payment remains outstanding, Cyxtera reserves the right to seek payment from the Debtors, as an administrative expense, to the extent Cyxtera determines that amounts outstanding and that come due are, in fact, owed by the Debtors (and not the Purchaser).

RELIEF REQUESTED AND BASIS THEREFOR

8. Cyxtera respectfully requests that the Court enter an order allowing the payment of the Post-Petition Balance as an administrative expense.

9. 11 U.S.C § 503 permits the allowance of claims with administrative expense priority, and provides that “[a]n entity may timely file a request for payment of an administrative expense[.]” 11 U.S.C. § 503(a).

10. More specifically, 11 U.S.C. § 503(b) sets forth the requirements that must be met before a claim will receive priority over other claims. Section 503(b) provides that an administrative expense claim must be: (a) an actual, necessary cost and expense of preserving the estate; which was (b) rendered after the commencement of the bankruptcy.

11. Cyxtera provided the Debtors with essential data center services that enabled the Debtors to operate their businesses post-petition. The costs and expenses of the services that Cyxtera provided to the Debtors constituted actual and necessary costs of preserving the Debtors’ estates. Cyxtera is, therefore, entitled to an administrative expense claim in the amount of the Post-Petition Balance.

NO PRIOR REQUEST

12. No prior request for the relief sought in this Motion has been made to this or to any other court.

NOTICE

13. Notice of this Motion will be served on the Debtors and the “Master Service List” as those terms are defined in the Amended Order Implementing Certain Notice and Case Management Procedures [ECF. No. 405], and in the manner provided therein. Cyxtera submits that no other or further notice need be provided.

RESERVATION OF RIGHTS

14. Cyxtera reserves the right to supplement or amend this Motion to include, as part of its administrative expense claim, additional amounts that are outstanding or that come due and owing for post-petition services provided to the Debtors. Cyxtera further reserves the right to make additional arguments at any hearing held on the Motion.

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CONCLUSION

WHEREFORE, Cyxtera Communications, LLC, respectfully requests that the Court enter an order (i) allowing an administrative expense claim against the Debtors in the amount of \$236,485.61; (ii) directing the Debtors to make payment to of such allowed administrative expense claim; (iii) reserving all of Cyxtera's rights to file supplemental or additional administrative expense requests for additional amounts outstanding or that come due; and (iv) granting such other and further relief as this Court finds just and proper.

Dated: New York, New York
November 27, 2019

GREENBERG TRAURIG, LLP

/s/ Nathan A. Haynes

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200 Park Avenue
New York, New York 10166
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Email: HaynesN@gtlaw.com



15601 Dallas Parkway, Ste 1000
Dallas, TX 75001

Address Service Requested

Pg 6 of 19	Account Number:	B1-2029868
	Invoice Number:	1/1/2019
	Invoice Date:	1/1/2019
	Previous Balance:	1,370,291.55
	Payments and Adjustments:	-96,983.35
	Current Charges:	236,485.61
	Total Due:	1,509,793.81
	Terms:	Amounts in USD
	Payment Due Date:	Net 75 days
	Amount Enclosed	3/17/2019

Make checks payable to:

SEARS HOLDINGS MANAGEMENT CORPORATION
SHERRI HAHNDORF
G3-140B
3333 BEVERLY RD.
HOFFMAN ESTATES IL 60179-0002

Cyxtera Communications, LLC
13322 Collection Center Drive
Chicago, IL 60693-0133



Please return above portion with your payment in the provided envelope.



15601 Dallas Parkway, Ste 1000
Dallas, TX 75001

Account Number: [REDACTED]
Sears Holdings Management Corporation
Federal Tax ID: 43-1727675

Current Invoice Summary - Invoice Number B1-2029868

Description	Charges	TAF*	Taxes	1/1/2019
				Amounts in USD
Recurring Charges	193,464.20	0.00	0.00	193,464.20
Usage Charges	43,021.41	0.00	0.00	43,021.41
Total Current Charges	236,485.61	0.00	0.00	236,485.61

* Telecom Administrative Fee (TAF)

Account Open Items

Invoice Date	Invoice Number	Invoice Amount	Payments & Adjustments	Balance Due
12/1/2018	B1-2025571	234,050.61	0.00	234,050.61
11/1/2018	B1-2020598	230,752.89	0.00	230,752.89
10/1/2018	B1-2016555	238,101.18	0.00	238,101.18
9/1/2018	B1-2011618	232,884.65	0.00	232,884.65

PDF and MS Excel versions of your invoice are available for download at support.cyxtera.com.

Need Assistance?

Billing Inquiries
ARBilling@cyxtera.com
US: (855) 699-8372 option 3

Technical Assistance
CustomerCare@cyxtera.com
US: (800) 884-3082 option 1

Please Remit Payment To:

ACH Information

Bank of America
Richmond, VA
ABA#051000017
Swift Code:BOFAUS3N
Account# 004134369862

Wiring Information

Bank of America
Richmond, VA
ABA#026009593
Swift Code:BOFAUS3N
Account# 004134369862

Mailing Information

Cyxtera Communications, LLC
13322 Collection Center Drive
Chicago, IL 60693-0133

Looking for a quick and easy way to see your monthly invoice(s)? Please access our new portal at:

support.cyxtera.com. To reference the user guide for the Cyxtera Portal, please visit:

<https://www.cyxtera.com/technology/service-guides/download/Customer-Guide-Handbook.pdf>

EXHIBIT A

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Account Open Items

<u>Invoice Date</u>	<u>Invoice Number</u>	<u>Invoice Amount</u>	<u>Payments & Adjustments</u>	<u>Balance Due</u>
8/1/2018	B1-2008709	234,719.96	0.00	234,719.96
6/1/2018	B1-1631383	239,809.25	217,138.42	22,670.83
5/1/2018	B1-1615347	235,807.08	215,515.20	20,291.88
4/1/2018	B1-1589583	229,213.67	216,280.98	12,932.69
2/1/2018	B1-1548460	244,946.82	198,043.31	46,903.51
Total Open Items:		2,120,286.11	846,977.91	1,273,308.20

Payments and Adjustments

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/21/2018	Wire Transfer	-96,983.35
Total Payments and Adjustments		-96,983.35

No Summarization

Recurring Charges									
Line	Service	Service Period	Qty	Price	Amount	TAF Charges	Subtotal	Taxes	Total
1	Custom Colocation	1/1/2019 to 1/31/2019	1	855.00	855.00	0.00	855.00	0.00	855.00
	Client Information: ORD1200055 Quote Number: 445450			A Site: ORD2-A A Site Name: ORD2 A Site Address: 2425 Busse Road Elk Grove Village, IL 60007-5737			Service Id: AIP 297097 Data Center: ZZCH3 Service CC: Office Space		
2	Gold Support	1/1/2019 to 1/31/2019	10	135.00	1,350.00	0.00	1,350.00	0.00	1,350.00
	Client Information: ORD1200055 Quote Number: 445450			A Site: ORD2-A A Site Name: ORD2 A Site Address: 2425 Busse Road Elk Grove Village, IL 60007-5737			Service Id: AIP 297098		
3	Customer Access Extension	1/1/2019 to 1/31/2019	1	212.50	212.50	0.00	212.50	0.00	212.50
	Client Information: ORD1200055 Quote Number: 445450			A Site: ORD2-A A Site Name: ORD2 A Site Address: 2425 Busse Road Elk Grove Village, IL 60007-5737			Service Id: AIP 299188 CPE Rackspace (RUs) Qty: 0 CPE Rackspace (RUs): No Cable Type: Fiber Data Center - CMS: ZZCH3 Extension Type: Telco without Private Entrance		
4	Customer Access Extension	1/1/2019 to 1/31/2019	1	212.50	212.50	0.00	212.50	0.00	212.50
	Client Information: ORD1200055 Quote Number: 445450			A Site: ORD2-A A Site Name: ORD2 A Site Address: 2425 Busse Road Elk Grove Village, IL 60007-5737			Service Id: AIP 300195 CPE Rackspace (RUs) Qty: 0 CPE Rackspace (RUs): No Cable Type: Multimode Fiber Data Center - CMS: ZZCH3 Extension Type: Intra-Datacenter		
5	Customer Access Extension	1/1/2019 to 1/31/2019	1	500.00	500.00	0.00	500.00	0.00	500.00
	Client Information: ORD1200064 Quote Number: 445124			A Site: ORD1-B A Site Name: ORD1 A Site Address: 350 E Cermak, FL 4, STE 410, Chicago, IL 60616			Service Id: AIP 313740 CPE Rackspace (RUs) Qty: 0 CPE Rackspace (RUs): No Cable Type: Singlemode Fiber		

Data Center - CMS: ZZCH4
Extension Type: Inter-Datacenter CH4-TELX

Line	Service	Service Period	Qty	Price	Amount	TAF Charges	Subtotal	Taxes	Total
6	Customer Access Extension	1/1/2019 to 1/31/2019	1	150.00	150.00	0.00	150.00	0.00	150.00
<p>Client Information: ORD1200064 Quote Number: 445124</p> <p>A Site: ORD1-B A Site Name: ORD1 A Site Address: 350 E Cermak, FL 4, STE 410, Chicago, IL 60616</p> <p>Service Id: AIP 313741 CPE Rackspace (RUs) Qty: 0 CPE Rackspace (RUs): No Cable Type: Singlemode Fiber Data Center - CMS: ZZCH4 Extension Type: Inter-Datacenter CH4-TELX</p>									
<p>Client Information: ORD1200064 Quote Number: 445124</p> <p>A Site: ORD1-B A Site Name: ORD1 A Site Address: 350 E Cermak, FL 4, STE 410, Chicago, IL 60616</p> <p>Service Id: AIP 315726 CPE Rackspace (RUs) Qty: 0 CPE Rackspace (RUs): No Cable Type: POTS/ISDN/DSL Data Center - CMS: ZZCH4 Extension Type: Telco without Private Entrance</p>									
<p>Client Information: ORD1200064 Quote Number: 445124</p> <p>A Site: ORD1-B A Site Name: ORD1 A Site Address: 350 E Cermak, FL 4, STE 410, Chicago, IL 60616</p> <p>Service Id: AIP 318334 CPE Rackspace (RUs) Qty: 0 CPE Rackspace (RUs): No Cable Type: Singlemode Fiber Data Center - CMS: ZZCH4 Extension Type: Inter-Datacenter CH4-TELX</p>									
9	Customer Access Extension	1/1/2019 to 1/31/2019	1	150.00	150.00	0.00	150.00	0.00	150.00
<p>Client Information: ORD1200064 Quote Number: 445124</p> <p>A Site: ORD1-B A Site Name: ORD1 A Site Address: 350 E Cermak, FL 4, STE 410, Chicago, IL 60616</p> <p>Service Id: AIP 318335 CPE Rackspace (RUs) Qty: 0 CPE Rackspace (RUs): No Cable Type: Singlemode Fiber Data Center - CMS: ZZCH4 Extension Type: Inter-Datacenter CH4-TELX</p>									
10	Customer Access Extension	1/1/2019 to 1/31/2019	1	425.00	425.00	0.00	425.00	0.00	425.00
<p>Client Information: ORD1200064</p> <p>A Site: ORD1-B</p> <p>Service Id: AIP 336229</p>									



Quote Number: 445124

A Site Name: ORD1
A Site Address: 350 E Cermak, FL 4, STE 410,
Chicago, IL 60616CPE Rackspace (RUs) Qty: 0
CPE Rackspace (RUs): No
Cable Type: Singlemode Fiber
Data Center - CMS: ZZCH4
Extension Type: Inter-Datacenter CH4-TELX

Line	Service	Service Period	Qty	Price	Amount	TAF Charges	Subtotal	Taxes	Total
11	Customer Access Extension	1/1/2019 to 1/31/2019	1	212.50	212.50	0.00	212.50	0.00	212.50
Client Information: ORD1200055 Quote Number: 445450									
A Site: ORD2-A A Site Name: ORD2 A Site Address: 2425 Busse Road Elk Grove Village, IL 60007-5737									
Service Id: AIP 337129 CPE Rackspace (RUs) Qty: 0 CPE Rackspace (RUs): No Cable Type: Singlemode Fiber Data Center - CMS: ZZCH3 Extension Type: Telco without Private Entrance									
Line	Service	Service Period	Qty	Price	Amount	TAF Charges	Subtotal	Taxes	Total
12	Customer Access Extension	1/1/2019 to 1/31/2019	1	25.00	25.00	0.00	25.00	0.00	25.00
Client Information: ORD1200055 Quote Number: 445450									
A Site: ORD2-A A Site Name: ORD2 A Site Address: 2425 Busse Road Elk Grove Village, IL 60007-5737									
Service Id: AIP 338841 CPE Rackspace (RUs) Qty: 0 CPE Rackspace (RUs): No Cable Type: POTS/ISDN/DSL Data Center - CMS: ZZCH3 Extension Type: Telco without Private Entrance									
Line	Service	Service Period	Qty	Price	Amount	TAF Charges	Subtotal	Taxes	Total
13	Colocation Metered Power	1/1/2019 to 1/31/2019	1	60,800.00	60,800.00	0.00	60,800.00	0.00	60,800.00
Client Information: Quote Number: 647901									
A Site: ORD1-B A Site Name: ORD1 A Site Address: 350 E Cermak, FL 4, STE 410, Chicago, IL 60616									
Service Id: AIP 676614									
Line	Service	Service Period	Qty	Price	Amount	TAF Charges	Subtotal	Taxes	Total
14	Colocation Physical Security	1/1/2019 to 1/31/2019	1	210.40	210.40	0.00	210.40	0.00	210.40
Client Information: Quote Number: 647901									
A Site: ORD1-B A Site Name: ORD1 A Site Address: 350 E Cermak, FL 4, STE 410, Chicago, IL 60616									
Service Id: AIP 676615 Parent Service Id: AIP 676614 Parent Service Name: Colocation Metered Power Contacts: 1 Data Center: ZZCH4 Door Type: Sliding Reader Type: Read In Only Reporting: Yes									



Line	Service	Service Period	Qty	Price	Amount	TAF Charges	Subtotal	Taxes	Total
15	Colocation Power Distribution	1/1/2019 to 1/31/2019	1	59.33	59.33	0.00	59.33	0.00	59.33
Client Information:									
A Site: ORD1-B A Site Name: ORD1 A Site Address: 350 E Cermak, FL 4, STE 410, Chicago, IL 60616									
Service Id: AIP 676616 Parent Service Id: AIP 676614 Parent Service Name: Colocation Metered Power Data Center: ZZCH4 Power Circuit CP: 20A/120V-Single Phase-L5 Power Configuration: Primary Quantity: 1									
Line	Service	Service Period	Qty	Price	Amount	TAF Charges	Subtotal	Taxes	Total
16	Colocation Power Distribution	1/1/2019 to 1/31/2019	1	206.00	206.00	0.00	206.00	0.00	206.00
Client Information:									
A Site: ORD1-B A Site Name: ORD1 A Site Address: 350 E Cermak, FL 4, STE 410, Chicago, IL 60616									
Service Id: AIP 676617 Parent Service Id: AIP 676614 Parent Service Name: Colocation Metered Power Data Center: ZZCH4 Power Circuit CP: 20A/208V-Single Phase-L6 Power Configuration: Primary/Redundant Pair Quantity: 2									
Line	Service	Service Period	Qty	Price	Amount	TAF Charges	Subtotal	Taxes	Total
17	Colocation Power Distribution	1/1/2019 to 1/31/2019	1	4,468.55	4,468.55	0.00	4,468.55	0.00	4,468.55
Client Information:									
A Site: ORD1-B A Site Name: ORD1 A Site Address: 350 E Cermak, FL 4, STE 410, Chicago, IL 60616									
Service Id: AIP 676618 Parent Service Id: AIP 676614 Parent Service Name: Colocation Metered Power Data Center: ZZCH4 Power Circuit CP: 30A/208V-Single Phase-L6 Power Configuration: Primary/Redundant Pair Quantity: 29									
Line	Service	Service Period	Qty	Price	Amount	TAF Charges	Subtotal	Taxes	Total
18	Colocation Power Distribution	1/1/2019 to 1/31/2019	1	1,232.70	1,232.70	0.00	1,232.70	0.00	1,232.70
Client Information:									
A Site: ORD1-B A Site Name: ORD1 A Site Address: 350 E Cermak, FL 4, STE 410, Chicago, IL 60616									
Service Id: AIP 676619 Parent Service Id: AIP 676614 Parent Service Name: Colocation Metered Power Data Center: ZZCH4 Power Circuit CP: 30A/208V-Single Phase-L6 Power Configuration: Primary/Redundant Pair Quantity: 8									
Line	Service	Service Period	Qty	Price	Amount	TAF Charges	Subtotal	Taxes	Total
19	Colocation Power Distribution	1/1/2019 to 1/31/2019	1	320.95	320.95	0.00	320.95	0.00	320.95



Client Information:

A Site: ORD1-B
A Site Name: ORD1
A Site Address: 350 E Cermak, FL 4, STE 410,
Chicago, IL 60616

Service Id: AIP 676620
Parent Service Id: AIP 676614
Parent Service Name: Colocation Metered Power
Data Center: ZZCH4
Power Circuit CP: 30A/250V-3 Phase-L15
Power Configuration: Primary/Redundant Pair
Quantity: 1

Line	Service	Service Period	Qty	Price	Amount	TAF Charges	Subtotal	Taxes	Total
20	Colocation Power Distribution	1/1/2019 to 1/31/2019	1	2,332.80	2,332.80	0.00	2,332.80	0.00	2,332.80

Client Information:
Quote Number: 647901

A Site: ORD1-B
A Site Name: ORD1
A Site Address: 350 E Cermak, FL 4, STE 410,
Chicago, IL 60616

Service Id: AIP 676621
Parent Service Id: AIP 676614
Parent Service Name: Colocation Metered Power
Data Center: ZZCH4
Power Circuit CP: 30A/208V-3 Phase-L21
Power Configuration: Primary/Redundant Pair
Quantity: 9

Line	Service	Service Period	Qty	Price	Amount	TAF Charges	Subtotal	Taxes	Total
21	Colocation Power Distribution	1/1/2019 to 1/31/2019	1	2,134.16	2,134.16	0.00	2,134.16	0.00	2,134.16

Client Information:
A Site: ORD1-B
A Site Name: ORD1
A Site Address: 350 E Cermak, FL 4, STE 410,
Chicago, IL 60616

Service Id: AIP 676622
Parent Service Id: AIP 676614
Parent Service Name: Colocation Metered Power
Data Center: ZZCH4
Power Circuit CP: 60A/208V-3 Phase-Pin and Sleeve
Power Configuration: Primary/Redundant Pair
Quantity: 4

Line	Service	Service Period	Qty	Price	Amount	TAF Charges	Subtotal	Taxes	Total
22	Colocation Power Distribution	1/1/2019 to 1/31/2019	1	7,119.36	7,119.36	0.00	7,119.36	0.00	7,119.36

Client Information:
A Site: ORD1-B
A Site Name: ORD1
A Site Address: 350 E Cermak, FL 4, STE 410,
Chicago, IL 60616

Service Id: AIP 676623
Parent Service Id: AIP 676614
Parent Service Name: Colocation Metered Power
Data Center: ZZCH4
Power Circuit CP: 50A/208V-3 Phase-L15
Power Configuration: Primary/Redundant Pair
Quantity: 16

Line	Service	Service Period	Qty	Price	Amount	TAF Charges	Subtotal	Taxes	Total
23	Colocation Metered Power	1/1/2019 to 1/31/2019	1	82,500.00	82,500.00	0.00	82,500.00	0.00	82,500.00

Client Information:
Quote Number: 647901
A Site: ORD2-A
A Site Name: ORD2
A Site Address: 2425 Busse Road

Service Id: AIP 677807



Elk Grove Village, IL 60007-5737

Line	Service	Service Period	Qty	Price	Amount	TAF Charges	Subtotal	Taxes	Total
24	Colocation Physical Security	1/1/2019 to 1/31/2019	1	210.40	210.40	0.00	210.40	0.00	210.40
Client Information:									
Quote Number: 647901 A Site: ORD2-A Service Id: AIP 677808									
A Site Name: ORD2 Parent Service Id: AIP 677807									
A Site Address: 2425 Busse Road Parent Service Name: Colocation Metered Power									
Elk Grove Village, IL 60007-5737 Contacts: 1									
Data Center: ZZCH3									
Door Type: Sliding									
Reader Type: Read In Only									
Reporting: Yes									
Line	Service	Service Period	Qty	Price	Amount	TAF Charges	Subtotal	Taxes	Total
25	Colocation Power Distribution	1/1/2019 to 1/31/2019	1	1,000.00	1,000.00	0.00	1,000.00	0.00	1,000.00
Client Information:									
Quote Number: 647901 A Site: ORD2-A Service Id: AIP 677809									
A Site Name: ORD2 Parent Service Id: AIP 677807									
A Site Address: 2425 Busse Road Parent Service Name: Colocation Metered Power									
Elk Grove Village, IL 60007-5737 Data Center: ZZCH3									
Power Circuit CP: 20A/208V-Single Phase-L6									
Power Configuration: Primary/Redundant Pair									
Quantity: 10									
Line	Service	Service Period	Qty	Price	Amount	TAF Charges	Subtotal	Taxes	Total
26	Colocation Power Distribution	1/1/2019 to 1/31/2019	1	59.33	59.33	0.00	59.33	0.00	59.33
Client Information:									
A Site: ORD2-A Service Id: AIP 677810									
A Site Name: ORD2 Parent Service Id: AIP 677807									
A Site Address: 2425 Busse Road Parent Service Name: Colocation Metered Power									
Elk Grove Village, IL 60007-5737 Data Center: ZZCH3									
Power Circuit CP: 20A/120V-Single Phase-L5									
Power Configuration: Primary									
Quantity: 1									
Line	Service	Service Period	Qty	Price	Amount	TAF Charges	Subtotal	Taxes	Total
27	Colocation Power Distribution	1/1/2019 to 1/31/2019	1	118.66	118.66	0.00	118.66	0.00	118.66
Client Information:									
A Site: ORD2-A Service Id: AIP 677811									
A Site Name: ORD2 Parent Service Id: AIP 677807									
A Site Address: 2425 Busse Road Parent Service Name: Colocation Metered Power									
Elk Grove Village, IL 60007-5737 Data Center: ZZCH3									
Power Circuit CP: 20A/120V-Single Phase-L5									
Power Configuration: Primary/Redundant Pair									
Quantity: 2									



Line	Service	Service Period	Qty	Price	Amount	TAF Charges	Subtotal	Taxes	Total
28	Colocation Power Distribution	1/1/2019 to 1/31/2019	1	4,930.82	4,930.82	0.00	4,930.82	0.00	4,930.82
Client Information:									
A Site: ORD2-A A Site Name: ORD2 A Site Address: 2425 Busse Road Elk Grove Village, IL 60007-5737									
Service Id: AIP 677812 Parent Service Id: AIP 677807 Parent Service Name: Colocation Metered Power Data Center: ZZCH3 Power Circuit CP: 30A/208V-Single Phase-L6 Power Configuration: Primary/Redundant Pair Quantity: 32									
Line	Service	Service Period	Qty	Price	Amount	TAF Charges	Subtotal	Taxes	Total
29	Colocation Power Distribution	1/1/2019 to 1/31/2019	1	962.84	962.84	0.00	962.84	0.00	962.84
Client Information:									
A Site: ORD2-A A Site Name: ORD2 A Site Address: 2425 Busse Road Elk Grove Village, IL 60007-5737									
Service Id: AIP 677813 Parent Service Id: AIP 677807 Parent Service Name: Colocation Metered Power Data Center: ZZCH3 Power Circuit CP: 30A/250V-3 Phase-L15 Power Configuration: Primary/Redundant Pair Quantity: 3									
Line	Service	Service Period	Qty	Price	Amount	TAF Charges	Subtotal	Taxes	Total
30	Colocation Power Distribution	1/1/2019 to 1/31/2019	1	5,606.50	5,606.50	0.00	5,606.50	0.00	5,606.50
Client Information:									
A Site: ORD2-A A Site Name: ORD2 A Site Address: 2425 Busse Road Elk Grove Village, IL 60007-5737									
Service Id: AIP 677814 Parent Service Id: AIP 677807 Parent Service Name: Colocation Metered Power Data Center: ZZCH3 Power Circuit CP: 30A/208V-3 Phase-L21 Power Configuration: Primary/Redundant Pair Quantity: 21									
Line	Service	Service Period	Qty	Price	Amount	TAF Charges	Subtotal	Taxes	Total
31	Colocation Power Distribution	1/1/2019 to 1/31/2019	1	9,789.12	9,789.12	0.00	9,789.12	0.00	9,789.12
Client Information:									
A Site: ORD2-A A Site Name: ORD2 A Site Address: 2425 Busse Road Elk Grove Village, IL 60007-5737									
Service Id: AIP 677815 Parent Service Id: AIP 677807 Parent Service Name: Colocation Metered Power Data Center: ZZCH3 Power Circuit CP: 50A/208V-3 Phase-Pin and Sleeve Power Configuration: Primary/Redundant Pair Quantity: 22									
Line	Service	Service Period	Qty	Price	Amount	TAF Charges	Subtotal	Taxes	Total
32	Colocation Power Distribution	1/1/2019 to 1/31/2019	1	3,734.78	3,734.78	0.00	3,734.78	0.00	3,734.78



Client Information:

A Site: ORD2-A
A Site Name: ORD2
A Site Address: 2425 Busse Road
Elk Grove Village, IL 60007-5737

Service Id: AIP 677816
Parent Service Id: AIP 677807
Parent Service Name: Colocation Metered Power
Data Center: ZZCH3
Power Circuit CP: 60A/208V-3 Phase-Pin and Sleeve
Power Configuration: Primary/Redundant Pair
Quantity: 7

Line	Service	Service Period	Qty	Price	Amount	TAF Charges	Subtotal	Taxes	Total
33	Customer Access Extension	1/1/2019 to 1/31/2019	1	550.00	550.00	0.00	550.00	0.00	550.00

Client Information:
Quote Number: 804192

A Site: ORD1-B
A Site Name: ORD1
A Site Address: 350 E Cermak, FL 4, STE 410,
Chicago, IL 60616

Service Id: AIP 774171
CPE Rackspace (RUs) Qty: 0
CPE Rackspace (RUs): No
Cable Type: Singlemode Fiber
Data Center - CMS: ZZCH4
Extension Type: Inter-Datacenter CH4 (8th)-Equinix 5th + Equinix CC

Line	Service	Service Period	Qty	Price	Amount	TAF Charges	Subtotal	Taxes	Total
34	Customer Access Extension	1/1/2019 to 1/31/2019	1	250.00	250.00	0.00	250.00	0.00	250.00

Client Information:
Quote Number: SO-Portal shopping cart

A Site: ORD2-A
A Site Name: ORD2
A Site Address: 2425 Busse Road
Elk Grove Village, IL 60007-5737

Service Id: AIP 791258
CPE Rackspace (RUs) Qty: 0
CPE Rackspace (RUs): No
Cable Type: Singlemode Fiber
Data Center - CMS: ZZCH3
Extension Type: Telco without Private Entrance

Line	Service	Service Period	Qty	Price	Amount	TAF Charges	Subtotal	Taxes	Total
35	Customer Access Extension	1/1/2019 to 1/31/2019	1	250.00	250.00	0.00	250.00	0.00	250.00

Client Information:
Quote Number: SO-Portal shopping cart

A Site: ORD2-A
A Site Name: ORD2
A Site Address: 2425 Busse Road
Elk Grove Village, IL 60007-5737

Service Id: AIP 798836

Recurring Charges Subtotal **193,464.20** **0.00** **193,464.20** **0.00** **193,464.20**

Usage Charges

Line	Service	Service Period	Qty	Price	Amount	TAF Charges	Subtotal	Taxes	Total
36	Colocation Metered Power	11/1/2018 to 11/30/2018	153,684.00	0.12	18,273.03	0.00	18,273.03	0.00	18,273.03

Client Information:
Quote Number: 647901

A Site: ORD1-B
A Site Name: ORD1
A Site Address: 350 E Cermak, FL 4, STE 410,

Service Id: AIP 676614



Chicago, IL 60616

Line	Service	Service Period	Qty	Price	Amount	TAF Charges	Subtotal	Taxes	Total
37	Colocation Metered Power	11/1/2018 to 12/3/2018	202,358.00	0.12	24,748.38	0.00	24,748.38	0.00	24,748.38
Client Information:									
Quote Number: 647901 A Site: ORD2-A Service Id: AIP 677807									
A Site Name: ORD2 A Site Address: 2425 Busse Road Elk Grove Village, IL 60007-5737									
Usage Charges Subtotal					43,021.41		0.00	43,021.41	0.00
43,021.41									

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----x
In re: : Chapter 11
SEARS HOLDINGS CORPORATION, *et al.*, : Case No. 18-23538(RDD)
Debtors. : (Jointly Administered)
: -----x

**ORDER GRANTING MOTION OF CYXTERA COMMUNICATIONS, LLC
FOR ALLOWANCE OF ADMINISTRATIVE EXPENSE CLAIM**

Upon consideration of the motion (the “**Motion**”)¹ of Cyxtera Communications, LLC (“Cyxtera”), for allowance and payment of its administrative expense claim; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the Southern District of New York*, dated February 1, 2012; and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided; and such notice having been adequate and appropriate under the circumstances, and it appearing that no other or further notice need be provided; and the Court having considered all of the proceedings had before the Court; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; IT IS HEREBY

ORDERED that the Motion is granted as set forth herein; and it is further

¹ Capitalized terms not defined herein shall have the meaning ascribed to them in the Motion.

ORDERED that Cyxtera is allowed an administrative expense claim pursuant to 11 U.S.C. §§ 365(d)(3) and 503(b)(1)(A) in the amount of \$236,485.61 (the “**Allowed Administrative Claim**”); and it is further

ORDERED that the allowance of the Allowed Administrative Claim is without prejudice to Cyxtera’s rights to file a subsequent or amended administrative expense request to include amounts not covered by the Motion; and it is further

ORDERED that payment of the Allowed Administrative Claim shall be in accordance with the Confirmation Order; and it is further

ORDERED this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

Dated: _____, 2019

THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE